The listing of claims will replace all prior versions, and listings of claims in the application:

Listing of claims:

1 (Canceled).

2 (Canceled).

3 (Canceled).

4 (Canceled).

5 (Canceled).

6 (Canceled).

7. (Previously Presented): A compound of Formula Ic:

(Ic)

in which

L is a bond;

R^1 is -NHR^7, wherein R^7 is phenyl substituted with 1 to 3 radicals independently selected from the group consisting of amino, halo-substituted C_{1-4}alkyl and halo-substituted C_{1-4}alkoxy or pyridinyl, optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, amino, C_{1-4}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy and halo-substituted C_{1-4}alkoxy;

R^2 is hydrogen; and

R^3 is selected from the group consisting of C_{3-8}heterocycloalkyl selected from the group consisting of morpholino, pyrrolidinyl, piperazinyl, piperidinyl, 4-oxo-piperidin-1-yl and 1,4-dioxa-8-aza-spiro[4,5]dec-8-yl, (ii) C_{5-10}heteroaryl, wherein the heteroaryl or heterocycloalkyl is optionally substituted with 1 to 3 radicals independently selected from the group consisting of halo, nitro, C_{1-4}alkyl, hydroxy-C_{1-6}alkyl, C_{1-4}alkoxy,

C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$,$-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $-X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $-X^3C(O)OR^8$, $=NOR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ and $-X^3O(CH_2)_{1-4}NR^8R^8$; or (iii) C_{6-10}aryl, wherein the aryl is substituted with 1-3 radicals independently selected from the group consisting of hydroxy-C_{1-6}alkyl, C_{3-8}heterocycloalkyl, $-X^3C(O)NR^8R^8$, $-X^3C(O)NR^8R^9$,$-X^3NR^8R^9$, $-X^3NR^8R^8$, $-X^3S(O)_2NR^8R^8$, $-X^3S(O)_2R^8$, $-X^3S(O)_2R^9$, $-X^3C(O)R^8$, $-X^3NR^8C(O)R^8$, $-X^3NR^8S(O)_2R^8$, $-X^3S(O)_2NR^8R^9$, $-X^3NR^8S(O)_2R^9$, $-X^3NR^8C(O)R^9$, $-X^3NR^8C(O)NR^8R^9$, $-X^3NR^8C(O)NR^8R^8$, $=NOR^8$, $-X^3NR^8(CH_2)_{1-4}NR^8R^8$, $-X^3C(O)NR^8(CH_2)_{1-4}NR^8R^8$ and $-X^3O(CH_2)_{1-4}NR^8R^8$; wherein X^3 is a bond or C_{1-4}alkylene; R^8 is hydrogen, C_{1-6}alkyl or hydroxy-C_{1-6}alkyl; R^9 is C_{6-10}aryl-C_{0-4}alkyl, C_{6-10}aryl-C_{0-4}alkyloxy, C_{5-10}heteroaryl-C_{0-4}alkyl, C_{3-8}heterocycloalkyl-C_{0-4}alkyl or C_{3-8}cycloalkyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl of R^9 is further optionally substituted by up to 2 radicals selected from the group consisting of halo, hydroxy, cyano, nitro, C_{1-4}alkyl, hydroxy-C_{1-6}alkyl, halo-substituted C_{1-4}alkyl, C_{1-4}alkoxy, halo-alkyl-substituted-phenyl, benzoxy, C_{5-9}heteroaryl, C_{3-8}heterocycloalkyl, $-C(O)NR^8R^8$, $-S(O)_2NR^8R^8$, $-NR^8R^8$ and $-C(O)R^{10}$, wherein R^{10} is C_{5-6}heteroaryl.

8. (Previously Presented): The compound of claim 7 in which R^3 is selected from the group consisting of morpholino, 1,4-dioxa-8-aza-spiro[4.5]dec-8-yl, 4-oxo-piperidin-1-yl, piperazinyl, pyrrolidinyl, pyridinyl, naphthyl, thiophenyl, benzofuran-2-yl, benzo[1,3]dioxolyl, piperidinyl, pyrazinyl, pyrimidinyl, imidazolyl, pyrazolyl and 1*H*-benzoimidazolyl; each of which is optionally substituted with 1 to 2 radicals independently selected from the group consisting of chloro, methyl, ethyl, hydroxymethyl, methoxy, $-C(O)OH$, $-C(O)H$, $-C(O)OCH_3$, $-C(O)N(C_2H_5)_2$, $-C(O)N(CH_3)_2$, $-C(O)NHCH_3$, $-S(O)_2NH_2$, $-S(O)_2CH_3$, chloro, $-NH_2$, $-C(O)CH_3$, $=NOCH_3$, $-NH(CH_2)_2N(CH_3)_2$, $-NH(CH_2)_3NH_2$, $-NH(CH_2)_2OH$, $-C(O)NH(CH_2)_2N(CH_3)_2$, $-NHR^9$, $-O(CH_2)_2N(CH_3)_2$, morpholino, piperazinyl, $-NHC(O)CH_3$, $-NHC(O)NHC_4H_9$, $-C(O)NHC_4H_9$, $-C(O)NHC_3H_7$, $-C(O)NHC_5H_{10}OH$, $-C(O)N(C_2H_4OH)_2$, $-C(O)NHC_2H_4OH$, $-C(O)NH(CH_2)_2OH$, $-NHC(O)R^9$, $-C(O)NHR^9$, $-NHC(O)NHR^9$, $-C(O)R^9$, $-NHS(O)_2C_4H_9$, $-NHS(O)_2CH_3$, $-NHS(O)_2R^9$, $-S(O)_2R^9$, $-S(O)_2NHR^9$, $-C(O)NH_2$ and $-C(O)NH(CH_2)_2N(CH_3)_2$; or phenyl substituted with 1 to 2 radicals independently selected from the group consisting of hydroxymethyl, $-C(O)H$, $-C(O)N(C_2H_5)_2$, $-C(O)N(CH_3)_2$,

-C(O)NHCH$_3$, -S(O)$_2$NH$_2$, -S(O)$_2$CH$_3$, -NH$_2$, -C(O)CH$_3$, =NOCH$_3$, -NH(CH$_2$)$_2$N(CH$_3$)$_2$, -NH(CH$_2$)$_3$NH$_2$, -NH(CH$_2$)$_2$OH, -C(O)NH(CH$_2$)$_2$N(CH$_3$)$_2$, -NHR^9, -O(CH$_2$)$_2$N(CH$_3$)$_2$, morpholino, piperazinyl, -NHC(O)CH$_3$, -NHC(O)NHC$_4$H$_9$, -C(O)NHC$_4$H$_9$, -C(O)NHC$_3$H$_7$, -C(O)NHC$_5$H$_{10}$OH, -C(O)N(C$_2$H$_4$OH)$_2$, -C(O)NHC$_2$H$_4$OH, -C(O)NH(CH$_2$)$_2$OH, -NHC(O)R^9, -C(O)NHR^9, -NHC(O)NHR^9, -C(O)R^9, -NHS(O)$_2$C$_4$H$_9$, -NHS(O)$_2$CH$_3$, -NHS(O)$_2$R^9, -S(O)$_2$R^9, -S(O)$_2$NHR^9, -C(O)NH$_2$ and -C(O)NH(CH$_2$)$_2$N(CH$_3$)$_2$; R^9 is phenethyl, 1H-imidazolyl-propyl, pyridinyl, pyridinyl-methyl, quinolinyl, morpholino, piperidinyl, piperazinyl, pyrrolidinyl, tetrahydro-furan-2-ylmethyl, furan-2-ylmethyl, thiazol-2-ylmethyl, benzo[1,3]dioxol-5-ylmethyl, benzo[1,3]dioxol-5-yl, 3-(2-oxo-pyrrolidin-1-yl)-propyl, 3-imidazol-1-yl-propyl, 3H-pyrazol-3-yl, morpholino-ethyl, phenyl, thiophenyl-methyl, benzyl, cyclohexyl or furan-2-ylmethyl; wherein said aryl, heteroaryl, cycloalkyl, heterocycloalkyl or alkyl moiety of R^9 is further optionally substituted by up to 2 radicals selected from hydroxy-methyl, hydroxy-ethyl, isobutyl, nitro, amino, hydroxyl, methoxy, trifluoromethoxy, cyano, isopropyl, methyl, ethyl, chloro, fluoro, pyridinyl, morpholino, phenoxy, pyrrolidinyl, trifluoromethyl, trifluoromethyl-substituted-phenyl, -N(CH$_3$)$_2$, -C(O)NH$_2$, -S(O)$_2$NH$_2$, -C(O)N(CH$_3$)$_2$, cyano or -C(O)R^{10}; and R^{10} is furanyl.

9 (Canceled).

10 (Canceled).

11 (Previously Presented): A pharmaceutical composition comprising an effective amount of a compound of claim 7 and a pharmaceutically acceptable carrier or excipient.

12 (Currently Amended): A method of treating a subject suffering from leukemia, said method comprising administering to the subject in need of such treatment an effective amount of a compound of claim ~~6~~ 7, wherein said compound of claim 6 7 inhibits Bcr-abl.

13 (Canceled).

14 (Canceled).

15 (Canceled).

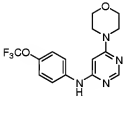
16 (Canceled).

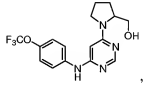
17 (Canceled):

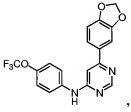
18 (Canceled).

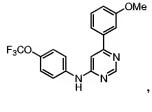
19 (Previously Presented) The method of claim 12, wherein the leukemia is selected from chronic myeloid leukemia and acute lymphoblastic leukemia.

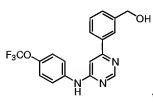
20 (Previously Presented) The compound of claim 7, wherein the compound is selected from the group consisting of:

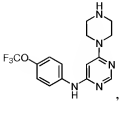


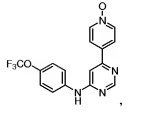


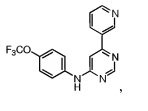


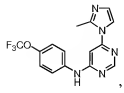








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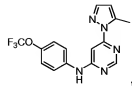
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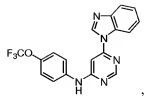
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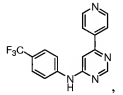
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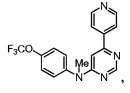
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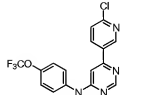
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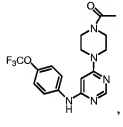
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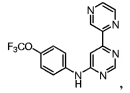
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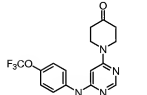
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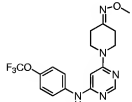
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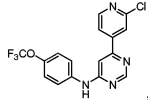
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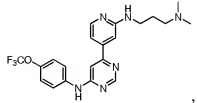
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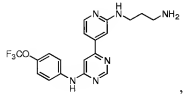
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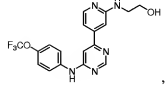
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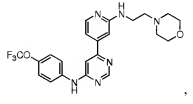
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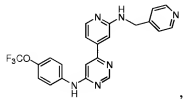
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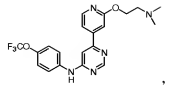
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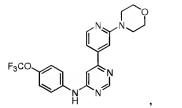
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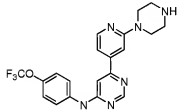
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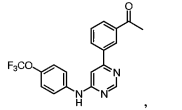
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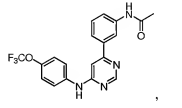
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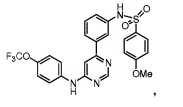
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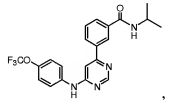
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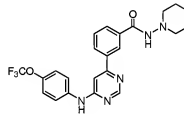
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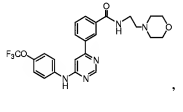
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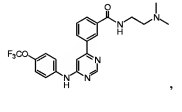
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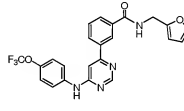
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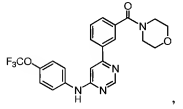
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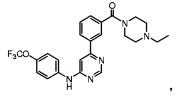
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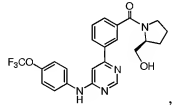
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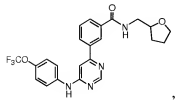
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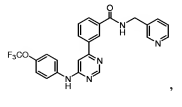
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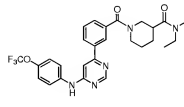
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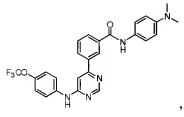
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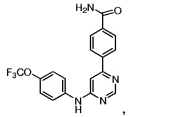
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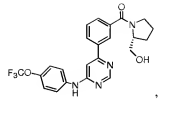
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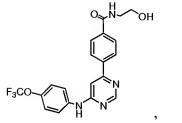
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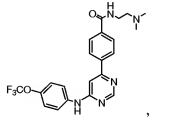
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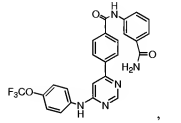
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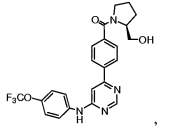
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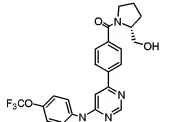
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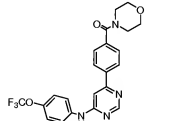
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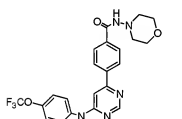
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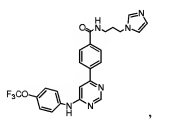
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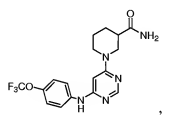
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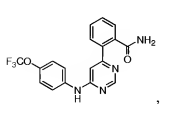
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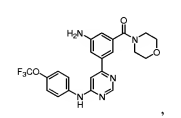
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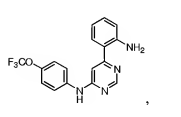
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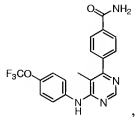

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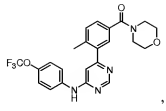

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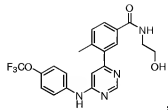

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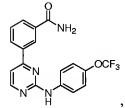

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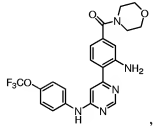

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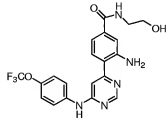

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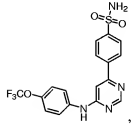

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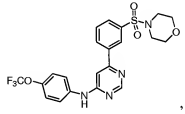

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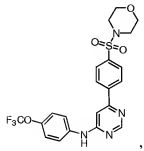

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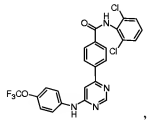

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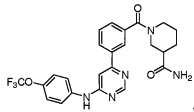

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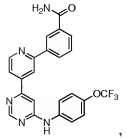

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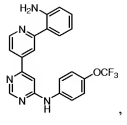

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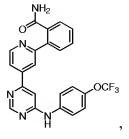

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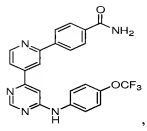
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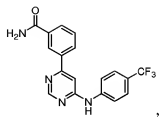
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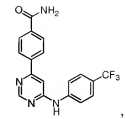
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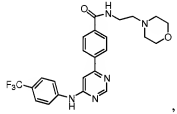
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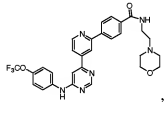
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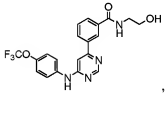
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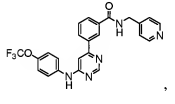
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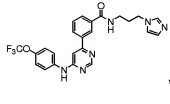
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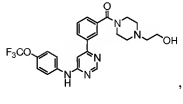
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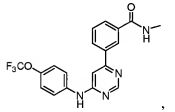
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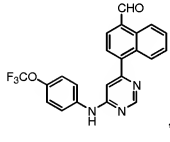
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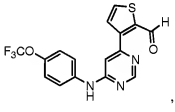
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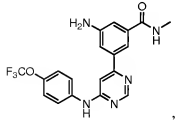
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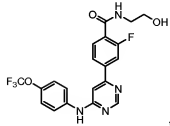
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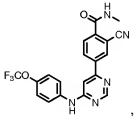
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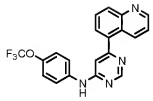

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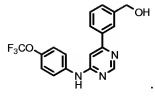

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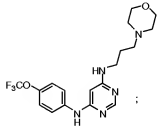
21. (Previously Presented) A pharmaceutical composition comprising an effective amount of a compound of claim 20 and a pharmaceutically acceptable carrier or excipient.

22. (Previously Presented) A compound selected from the group consisting of:



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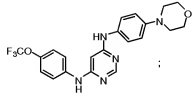

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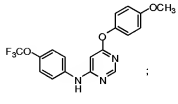

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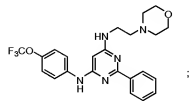

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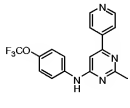

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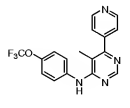

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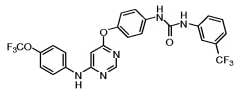

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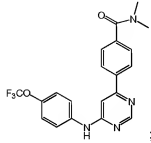
23. (New) A compound selected from the group consisting of: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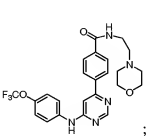
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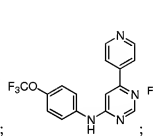
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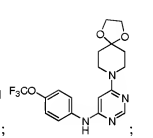
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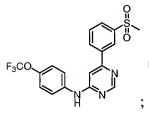
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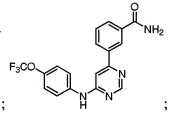
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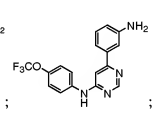
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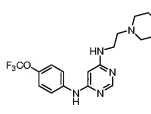
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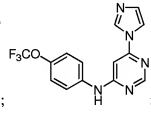
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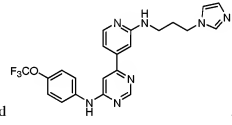
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